

NP190000-10067

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

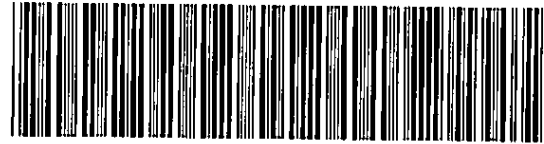
Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

K. PAGE

SEP 24 2019



600334344366

08/12/19--01:01P--011 **175.00

FILED
19 AUG 12 PM 8:43
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SUMTER COUNTY BRED HEIFER EXPO AND SALE, INC.
A Florida Not-for-Profit Corporation**

COPY

The undersigned acting as incorporator of a Corporation not-for-profit under the Florida Not-for-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following articles of incorporation for the Corporation:

**Article I
NAME**

The name of the Corporation is **Sumter County Bred Heifer Expo and Sale, Inc.**

**ARTICLE II
ADDRESS**

The address of the principal office of the Corporation is **590 C 478A, Webster, Florida 33597.**

The mailing address of the Corporation is **590 C 478A, Webster, Florida 33597.**

**ARTICLE III
EFFECTIVE DATE AND DURATION**

The effective date of this Corporation shall be the date the Articles of Incorporation are filed with the Florida Department of State, Division of Corporations, and existence of the Corporation will commence on the date the Articles of Incorporation are filed with the Division of Corporations. The term of existence of the Corporation is perpetual.

**Article IV
PURPOSE**

The Corporation is a not-for-profit Corporation. The purposes for which the Corporation is organized are:

- (a) Generally, the purpose for which this Corporation is organized is the transaction of any and all business for which nonprofit Corporations may be incorporated under the laws of the State of Florida, as may be amended from time to time. Further, this Corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions

FILED
19 AUG 12 PM 8:43
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(b) Specifically, this Corporation is organized exclusively for purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code. The specific and primary purpose for which the Corporation is organized is the advancement of charitable and educational purposes and specifically for the support, advancement, and enhancement of postsecondary education opportunities for residents of Sumter County, Florida, through scholarships, grants, loans, advice and counseling, information distribution and other means that assist, enable, promote, or otherwise makes available postsecondary educational opportunities to residents of Sumter County, Florida.

Article V MEMBERSHIP

The Corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the Corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collecting dues and assessments shall be as regulated in the bylaws.

ARTICLE VI BOARD OF DIRECTORS

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. Directors shall be elected by a majority vote of the members in good standing of this Corporation. The number of directors of the Corporation shall be not less than three (3); provided, however, that the number of directors may be changed by the duly adopted bylaws of the Corporation. The directors named herein as the initial board of directors shall hold office until their successors shall have been qualified and elected pursuant to the bylaws. The term of office for directors of this Corporation shall be determined by the bylaws. There shall be three (3) initial directors. The names and residential addresses of the persons who are to serve as the initial directors are:

Jessica Davis
1332 C 478A
Webster, Florida 33597

Jamie Graham
590 C 78A
Webster, Florida 33597

Kalan Taylor
3670 SE 29th Blvd
Sumterville, FL 33585

19 AUG 12 PM 8:
FALL ASSOCIATION
OFFICE

- (a) Directors' term of office shall be set forth in the bylaws.
- (b) The Board of Directors shall elect a Chairman of the Board of Directors, Treasurer, Secretary, President, and Vice Presidents and any other officers which the Bylaws of this Corporation authorize the Directors to elect.
- (c) Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board. Any action taken by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaw of this Corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the directors' authority.

Article VII OFFICERS

- (a) The officers of this Corporation shall be appointed or elected pursuant to the duly adopted bylaws of the Corporation. The following persons shall serve as the initial officers in the capacity set opposite their names until their successor shall have qualified and appointed or elected.

Jessica Davis - President
1332 C 478A
Webster, Florida 33597

Jamie Graham- Treasurer
590 C 78A
Webster, Florida 33597

Kalan Taylor - Secretary
3670 SE 29th Blvd
Sumterville, FL 33585

ARTICLE VIII POWERS

The Corporation's purposes as herein stated shall be carried out by its Board of Directors in a manner that will enable the Corporation to qualify as a charitable organization within the meaning of § 501(c)(3) of the Code. To this end the Corporation shall have the following powers and authority:

- (a) To own, acquire, convey, exchange, lease, mortgage, encumber transfer upon trust, or otherwise dispose of, all property, real or personal; to borrow money, contract debts, and issue bonds, notes and debentures, and to secure the payment or performance of its obligations.

(b) To receive property by gift, devise or bequest subject to the laws regulating the transfer of property by will, and otherwise to acquire and hold all property, real or personal, including shares of stock, bonds, and securities of other Corporations.

(c) To enter into contracts with any person, firm, association, Corporation, municipality, county, state, nation or other body politic or with any colony, dependency, or agency of any of the foregoing.

(d) To perform every act necessary or proper for the accomplishment of the objects and purposes enumerated or for the protection and benefit of the Corporation.

(e) To do all things that may be necessary, convenient, or appropriate to carry out the intent and purpose for which this Corporation was established.

ARTICLE IX LIMITATIONS

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its officers, employees, agents, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth in these Articles of Incorporation.

(b) No substantial part of the Corporation's activities shall be the carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaigns on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these articles, this Corporation shall not carry on any other activities not permitted to be carried on (i) by a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE X DISSOLUTION

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, foundation, or Corporation which is organized and operated exclusively for

charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XI INDEMNIFICATION

The Corporation shall indemnify every director, officer, employee, and agent, or his or her heirs, executors, and administrators, against expenses reasonably incurred by him or her in connection with any action, suit, or proceeding to which he or she may be a party by reason of his or her being, or having been, a director, officer, employee, or agent of the Corporation, except in relation to those matters which he or she shall be adjudicated liable for negligence or misconduct.

ARTICLE XII DIRECTOR'S LIABILITY

No Director of this Corporation shall be personally liable for monetary damages for breach of fiduciary duty as a director. However, this article shall not be construed as eliminating or limiting the liability of a Director for one (1) or more of the following acts, namely:

- (a) A breach of duty of loyalty to the Corporation;
- (b) Any acts or omissions which are not in good faith, or which involve intentional misconduct or a knowing violation of the law;
- (c) The authorizing of an unlawful payment or distribution out of the corporate assets;
- (d) Any transaction made in the furtherance of the exempt purposes of the Corporation from which the director derived an improper personal benefit; or
- (f) Any act or acts that can be defined under the laws of this State as conflicts of interest.

ARTICLE XIII DISCRIMINATION

The Corporation will not practice or permit discrimination on the basis of sex, age, race, national origin, religion, or physical handicap or disability.

ARTICLE XIV ANNUAL MEETING

The annual meeting of the Board of Directors shall be held at a place either inside or outside of the State of Florida as fixed by the Bylaws.

ARTICLE XV MEMBERSHIP PROVISIONS

The Corporation shall have a membership distinct from the board of directors. The membership of this Corporation shall be all members of the Sumter County Cattlewomen's Association in good standing.

Article XVI BYLAWS AMENDMENTS

Subject to the limitations contained in the bylaws and any limitations set forth in the Florida Not-for-Profit Corporation Act described above, concerning corporate action that must be authorized or approved by the members of the Corporation, the bylaws of this Corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth in the bylaws.

Article XVII PROPERTY

The property of this Corporation is irrevocably dedicated to charitable purposes and the advancement of education, for awarding scholarships for college education, and for other charitable purposes as permitted by 26 U.S.C.A. § 501(c)(3), as presently constituted or hereinafter enacted, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, or member, or to the benefit of any private individual.

**Article XVIII
AMENDMENTS TO ARTICLES**

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a majority of a quorum of members of the Corporation.

**ARTICLE XXIV
INCORPORATOR**

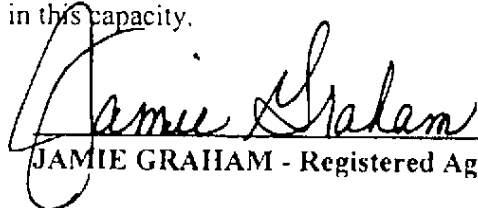
The name and address of the incorporator is **JAMIE GRAHAM, 590 C 478A, Webster, Florida 33597.**

**ARTICLE XX
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE**

The street address of the initial registered office of the Corporation is **590 C 478A, Webster, Florida 33597**, in the County of Sumter, and in the State of Florida. The name of the initial registered agent at that address is **JAMIE GRAHAM.**

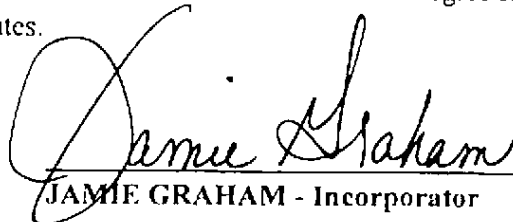
Having been named as Registered Agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.

Date: July 31, 2019.


JAMIE GRAHAM - Registered Agent

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155, Florida Statutes.

Date: July 31, 2019.


JAMIE GRAHAM - Incorporator

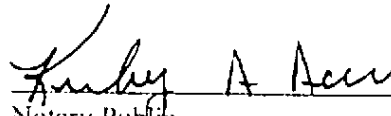
STATE OF FLORIDA
COUNTY OF SUMTER

The foregoing instrument was acknowledged before me this 31st day of July 2019, by **Jamie Graham** who is personally known to me.

My Commission Expires:



KIMBERLY A. ADAMS
MY COMMISSION # FF 917962
EXPIRES: October 31, 2019
Renee & Thru Signet Notary Services



Notary Public

RECEIVED
DIVISION OF CORPORATION
19 AUG 12 PM 8:43
TALLAHASSEE, FLORIDA